

POOR LEGIBILITY

**ONE OR MORE PAGES IN THIS DOCUMENT ARE DIFFICULT TO READ
DUE TO THE QUALITY OF THE ORIGINAL**

1851- 04829

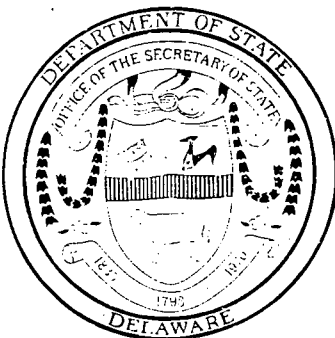
SFUND RECORDS CTR
2327056



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on April 20, 1971



Michael Harkins
Michael Harkins, Secretary of State
BY: J. Butler
DATE: March 14, 1988

CERTIFICATE OF INCORPORATION

OF

ROLLINS LEASING CORP.

I, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation is

ROLLINS LEASING CORP.

SECOND: The registered office of the corporation is to be located at 4115 Concord Pike, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is JOHN C. BEET, JR.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is one thousand (1,000), and the par value of each of such shares is One Dollar (\$1.00).

FIFTH: The name and address of the single incorporator is DONALD L. HURLEY, 225 South 15th Street, Philadelphia, Pennsylvania 19102.

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

(1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

00002

CONFIDENTIAL

(2) The Board of Directors shall have power without the assent or vote of the stockholders

(a) To make, alter, amend change, add to or repeal the By-Laws of the corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-laws had not been made.

CONFIDENTIAL

SEVENTH: The corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the 16th day of April, 1971.

Donald L. Hurley (L.S.)
DONALD L. HURLEY

In the presence of:

Reda G. Markuze
REDA G. MARKUZE

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA)

BE IT REMEMBERED that on this 16th day of April, 1971, personally came before me, REDA G. MARKUZE, a Notary Public in and for the County and Commonwealth aforesaid, DONALD L. HURLEY party to the foregoing Certificate of Incorporation known to me personally to be such, and acknowledged the said Certificate to be the act and deed of the signer, and that the facts herein stated are true.

GIVEN under my hand and seal of office the day and year aforesaid.

Reda G. Markuze
REDA G. MARKUZE

Notary Public, Philadelphia, Philadelphia Co.
Commission Expires December 20, 1971

CONFIDENTIAL



State of DELAWARE

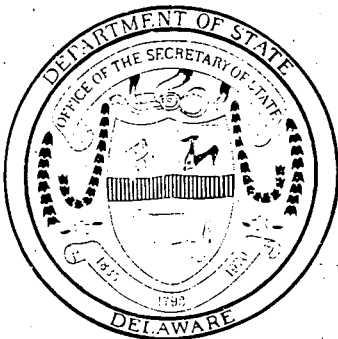


Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

Certificate of Ownership

filed in this office on May 27, 1971



Michael Harkins
Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: March 14, 1988

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SAFE-WAY TRUCK LEASING, CO.
(A Delaware Corporation) AND

SPINA TRUCK LEASING, INC.
(A Pennsylvania Corporation) AND

SPINA DRIVE-IT YOURSELF, INC.
(A Pennsylvania Corporation) AND

ROLLINS-COILE, INC.
(A Georgia Corporation)

BY & INTO

ROLLINS LEASING CORP.
(A Delaware Corporation)

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

ROLLINS LEASING CORP., a corporation formed under the laws of the State of Delaware, desiring to merge SAFE-WAY TRUCK LEASING, CO., SPINA TRUCK LEASING, INC., SPINA DRIVE-IT YOURSELF, INC., and ROLLINS-COILE, INC. pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That ROLLINS LEASING CORP. (the surviving corporation) is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 30th day of April, 1971, and that

SAFE-WAY TRUCK LEASING, CO., is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 24th day of September, 1962, and

SPINA TRUCK LEASING, INC., is a corporation formed under the laws of the Commonwealth of Pennsylvania, and its Articles of Incorporation were filed in the office of the Secretary of the Commonwealth on the 8th day of June, 1950, and

SPINA DRIVE-IT YOURSELF, INC., is a corporation formed under the laws of the Commonwealth of Pennsylvania, and its Articles of Incorporation were filed in the office of the Secretary of the Commonwealth on the 18th day of February, 1950, and

ROLLINS-COILE, INC., is a corporation formed under the laws of the State of Georgia, and its Articles of Incorporation were filed with the Superior Court of Fulton County, Atlanta on the 6th day of January, 1965.

SECOND: That the Board of Directors of ROLLINS LEASING CORP., by resolutions duly adopted on the 11th day of May, 1971, determined

00007

0011 0000

CONFIDENTIAL

to merge SAFE-WAY TRUCK LEASING, CO., SPINA TRUCK LEASING, INC., SPINA DRIVE-IT YOURSELF, INC., and ROLLINS-COILE, INC. and to assume all of their obligations; said resolutions being as follows:

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of SAFE-WAY TRUCK LEASING, CO. and desires to merge said corporation;

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of SPINA TRUCK LEASING, INC. and desires to merge said corporation;

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of SPINA DRIVE-IT YOURSELF, INC. and desires to merge said corporation;

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of ROLLINS-COILE, INC. and desires to merge said corporation;

"NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge said SAFE-WAY TRUCK LEASING, CO., SPINA TRUCK LEASING, INC., SPINA DRIVE-IT YOURSELF, INC. and ROLLINS-COILE, INC. and does hereby assume all of their obligations; and it was

"FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public office, a certificate of such ownership, setting forth a copy of these resolutions; and it was

"FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by these resolutions".

IN WITNESS WHEREOF, said ROLLINS LEASING CORP. has caused this Certificate to be executed by its officers thereunto duly authorized and its corporate seal to be hereunto affixed this 26th day of May, 1971.



Attest:

C. E. LOCK

Secretary

ROLLINS LEASING CORP.

BY Lee J. Hughes
Lee J. HUGHES - Vice-President

00003

CONFIDENTIAL

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } SS.:

BE IT REMEMBERED that on this 26th day of May, 1971,
personally came before me JAMES A. ^{BROWN} ~~BROWN~~, a Notary Public
in and for the County and State aforesaid, LEO J. HUGHES
party to the foregoing Certificate, known to me personally
to be such, and duly acknowledged the said Certificate to
be his act and deed, and that the facts therein stated are
true.

GIVEN under my hand and seal of office the day and year
aforesaid.

James A. Brown
JAMES A. ^{BROWN} ~~BROWN~~

My Commission expires April 3, 1973.



10000

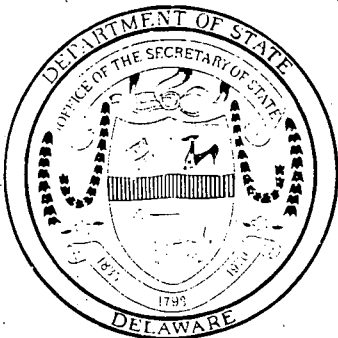
CONFIDENTIAL



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Ownership
filed in this office on July 14, 1971



Michael Harkins
Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: March 14, 1988

CERTIFICATE OF OWNERSHIP AND MERGER
OF
AMERICAN TRUCK LEASING COMPANY, INCORPORATED
(A Georgia Corporation)

AND

COILE TIRE COMPANY, INC.
(A Georgia Corporation)

AND

TOLSON AND COLEMAN TRUCK LEASE CORPORATION
(A Tennessee Corporation)

BY AND INTO

ROLLINS LEASING CORP.
(A Delaware Corporation)

Pursuant to Section 253 of the General Corporation
Law of the State of Delaware

ROLLINS LEASING CORP., a corporation formed under the laws of the State of Delaware, desiring to merge AMERICAN TRUCK LEASING COMPANY, INCORPORATED, COILE TIRE COMPANY, INC. and TOLSON AND COLEMAN TRUCK LEASE CORPORATION, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That ROLLINS LEASING CORP. (the surviving corporation) is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 20th day of April, 1971, and that

AMERICAN TRUCK LEASING COMPANY, INCORPORATED, is a corporation formed under the laws of the State of Georgia, and its Articles of Incorporation were filed with the Clerk of the Superior Court of Fulton County, Atlanta, Georgia on the 12th day of June, 1953, and

COILE TIRE COMPANY, INC., is a corporation formed under the laws of the State of Georgia, and its Articles of Incorporation were filed with the Clerk of the Superior Court of Fulton County, Atlanta, Georgia on the 29th day of April, 1966, and

TOLSON AND COLEMAN TRUCK LEASE CORPORATION, is a corporation formed under the laws of the State of Tennessee, and its Article of Incorporation were filed in the office of the Secretary of State on the 26th day of June, 1962.

06012

CONFIDENTIAL

SECOND: That the Board of Directors of ROLLINS LEASING CORP., by resolutions duly adopted on the day of July, 1971, determined to merge AMERICAN TRUCK LEASING COMPANY, INCORPORATED, COILE TIRE COMPANY, INC. and TOLSON AND COLEMAN TRUCK LEASE CORPORATION, and to assume all of their obligations; said resolutions being as follows:

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of AMERICAN TRUCK LEASING COMPANY, INCORPORATED, and desires to merge said corporation;

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of COILE TIRE COMPANY, INC., and desires to merge said corporation;

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of TOLSON AND COLEMAN TRUCK LEASE CORPORATION, and desires to merge said corporation;

"NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge said AMERICAN TRUCK LEASING COMPANY, INCORPORATED, COILE TIRE COMPANY, INC and TOLSON AND COLEMAN TRUCK LEASE CORPORATION, and does hereby assume all of their obligations; and it was

"FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of these resolutions; and it was

"FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by these resolutions".

IN WITNESS WHEREOF, said ROLLINS LEASING CORP. has caused this Certificate to be executed by its officers thereunto duly authorized and its corporate seal to be hereunto affixed this 14 day of July, 1971.

ROLLINS LEASING CORP.

BY [Signature]
Vice President

(SEAL)

Attest:

[Signature]
C. W. ZOOK

Secretary

00013

CONFIDENTIAL

STATE OF DELAWARE)
COUNTY OF NEW CASTLE) ss.:

BE IT REMEMBERED that on this 15th day of July, 1971, personally came before me William C. [unclear] a Notary Public in and for the County and State aforesaid, [unclear] party to the foregoing Certificate, known to me personally to be such, and duly acknowledged the said Certificate to be his act and deed, and that the facts therein stated are true.

GIVEN under my hand and seal of office the day and year aforesaid.

William C. [unclear]
Notary Public

My Commission Expires July 3, 1973

00014

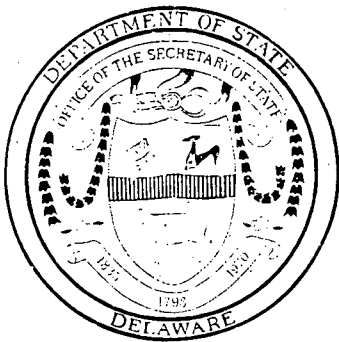
CONFIDENTIAL



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Ownership
filed in this office on April 27, 1972



Michael Harkins
Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: March 14, 1988

CERTIFICATE OF OWNERSHIP AND MERGER
OF

ROLLINS-T.E.R., INC.
(A Delaware Corporation)

BY AND INTO

ROLLINS LEASING CORP.
(A Delaware Corporation)

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

ROLLINS LEASING CORP., a corporation formed under the laws of the State of Delaware, desiring to merge ROLLINS-T.E.R., INC. pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That ROLLINS LEASING CORP., (the surviving corporation) is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 20th day of April, 1971, and that

ROLLINS-T.E.R., INC., is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 24th day of November, 1958.

SECOND: That the Board of Directors of ROLLINS LEASING CORP., by resolutions duly adopted on the 27th day of January, 1972, determined to merge ROLLINS-T.E.R., INC. and to assume all of its obligations; said resolutions being as follows:

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of ROLLINS-T.E.R., INC. and desires to merge said corporation;

"NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge ROLLINS-T.E.R., INC. and does hereby assume all of its obligations; and it was

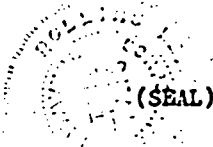
"FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of these resolutions; and it was

CONFIDENTIAL

"FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgement may be necessary or proper to consummate the merger provided for by these resolutions."

IN WITNESS WHEREOF, said ROLLINS LEASING CORP. has caused this Certificate to be executed by its officers thereunto duly authorized and its corporate seal to be hereunto affixed this day of February, 1972.

ROLLINS LEASING CORP.

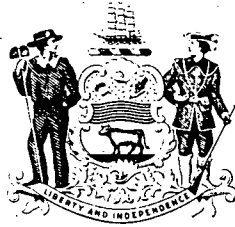


BY *John W. Rollins*
President

Attest:

Rita F. Rominski
Secretary

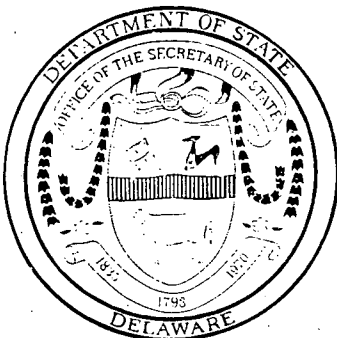
CONFIDENTIAL



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Ownership
filed in this office on January 11, 1974



Michael Harkins
Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: March 14, 1988

CERTIFICATE OF OWNERSHIP AND MERGER

OF

TEXAS DRIVE UR-SELF, INC.
(A Texas Corporation)

BY AND INTO

ROLLINS LEASING CORP.
(A Delaware Corporation)

Pursuant to Section 233 of the General
Corporation Law of the State of Delaware

ROLLINS LEASING CORP., a corporation formed under the laws of the State of Delaware, desiring to merge TEXAS DRIVE UR-SELF, INC. pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That ROLLINS LEASING CORP., (the surviving corporation) is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 20th day of April, 1971, and that

TEXAS DRIVE UR-SELF, INC., is a corporation formed under the laws of the State of Texas, and its Articles of Incorporation was filed in the office of the Secretary of State on the 23rd day of August, 1946.

SECOND: That the Board of Directors of ROLLINS LEASING CORP., by resolutions duly adopted on the 26th day of December, 1973, determined to merge TEXAS DRIVE UR-SELF, INC., and to assume all of its obligations; said resolutions being as follows:

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of TEXAS DRIVE UR-SELF, INC. and desires to merge said corporation;

"NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge TEXAS DRIVE UR-SELF, INC. and does hereby assume all of its obligations; and it was

"FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of these resolutions; and it was

00021

"FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgement may be necessary or proper to consummate the merger provided for by these resolutions."

IN WITNESS WHEREOF, said ROLLINS LEASING CORP. has caused this Certificate to be executed by its officers thereunto duly authorized and its corporate seal to be hereunto affixed this 24th day of January, 1974.

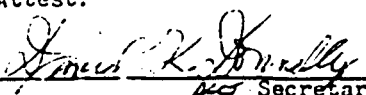
ROLLINS LEASING CORP.

(SEAL)

BY


JAMES G. SULLIVAN Vice President

Attest:


DAVID K. DONNELLY per Secretary

DAVID K. DONNELLY

10025

CONFIDENTIAL

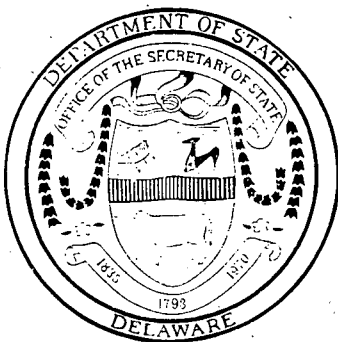


State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Agreement of Merger
filed in this office on September 30, 1974



Michael Harkins

Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: March 14, 1988

AGREEMENT OF MERGER
OF
ROLLINS DATA PROCESSING, INC.
BY AND INTO
ROLLINS LEASING CORP.

Pursuant to Section 251 of the
General Corporation Law of the
State of Delaware

Made and entered into this 20th day of September, 1974,
by and between ROLLINS DATA PROCESSING, INC., a corporation of
the State of Delaware, hereinafter sometimes referred to as the
Disappearing Corporation, and ROLLINS LEASING CORP., a corpora-
tion of the State of Delaware, hereinafter sometimes referred to
as the Surviving Corporation:

WHEREAS the registered office of the Disappearing Corpo-
ration is One Rollins Plaza, Wilmington, County of New Castle,
and Charles F. Callanan is the registered agent therein, in
charge thereof, upon whom process against said Disappearing Cor-
poration may be served within said State; and

WHEREAS the registered office of the Surviving Corpora-
tion is One Rollins Plaza, Wilmington, County of New Castle, and
Charles F. Callanan is the registered agent therein, in charge
thereof, upon whom process against said Surviving Corporation may
be served within said State; and

WHEREAS the Disappearing Corporation was heretofore in-
corporated under the laws of the State of Delaware, its Certifi-
cate of Incorporation having been filed in the office of the Sec-
retary of State of the State of Delaware on the 31st day of Octo-
ber, 1969, and recorded in the office of the Recorder of the
County of New Castle, Delaware; and

WHEREAS the Surviving Corporation was heretofore incor-

porated under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the office of the Secretary of State of the State of Delaware on the 20th day of April, 1971, and recorded in the office of the Recorder of the County of New Castle, Delaware; and

WHEREAS the Disappearing Corporation has an authorized capital stock of one hundred (100) shares of the par value of One Dollar (\$1.00) per share and all of such shares have been issued and are presently outstanding; and

WHEREAS the Surviving Corporation has an authorized capital stock of one thousand (1,000) shares of the par value of One Dollar (\$1.00) per share and all of such shares have been issued and are presently outstanding; and

WHEREAS the respective Boards of Directors of said Corporations deem it advisable, to the end that greater efficiency and economy of management may be accomplished, and otherwise and generally to the advantage and welfare of said Corporations and their several and respective stockholders, to merge said Corporations under and pursuant to the provisions of the General Corporation Law of the State of Delaware;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, covenants and grants herein contained, it is hereby agreed by and between the said parties hereto, and in accordance with said General Corporation Law of the State of Delaware, that ROLLINS DATA PROCESSING, INC. is hereby merged into ROLLINS LEASING CORP.

AND the parties hereto do, by these presents, agree to and prescribe the terms and conditions of said merger, and the

00000

CONFIDENTIAL

mode of carrying the same into effect, which terms and conditions and mode of carrying the same into effect said parties hereto deem necessary and do mutually and severally agree and covenant to observe, keep and perform, that is to say:

Article I. The name of the Surviving Corporation is ROLLINS LEASING CORP. and its Certificate of Incorporation shall be the Certificate of Incorporation of the Surviving Corporation.

Article II. The manner of converting the shares of stock of the constituent corporations is as follows:

Since all of the outstanding stock of the Surviving Delaware Corporation and all of the outstanding stock of the Disappearing Delaware Corporation are held by ROLLINS INTERNATIONAL, INC., a Delaware Corporation, on the effective date of the merger, the outstanding stock of the Disappearing Delaware Corporation shall be cancelled and extinguished and the outstanding stock of ROLLINS LEASING CORP., the Surviving Delaware Corporation, shall be the outstanding stock of the Surviving Corporation and the issued shares of the Surviving Corporation shall remain unchanged as a result of this merger.

Article III. The corporate name, identity, existence, franchises, rights and immunities of ROLLINS LEASING CORP. shall continue unaffected and unimpaired; and the Surviving Corporation shall possess the powers, privileges and rights granted by and shall be governed by and subject to this Agreement of Merger.

The By-Laws of the Surviving Corporation shall be the present By-Laws of ROLLINS LEASING CORP. until duly changed or

amended.

The corporate name and organization of ROLLINS DATA PROCESSING, INC., except insofar as the same are continued by statute, shall cease as soon as this agreement shall have been signed, acknowledged and filed, as required by the General Corporation Law of the State of Delaware.

Article IV. At any time and from time to time any of the provisions of this Agreement of Merger may be amended, altered or repealed and other provisions authorized by the statutes of the State of Delaware at the time in force may be added or inserted in the manner at the time prescribed by such statutes, and all rights at any time conferred upon the stockholders of the Surviving Corporation by this Agreement of Merger are granted subject to the provisions of this Article IV.

At any time prior to the filing of this Agreement with the Secretary of State of Delaware, the Agreement may be terminated by the Board of Directors of any constituent corporation.

Article V. Upon the consummation of the act of merger hereby provided for, all and singular rights, privileges, powers and franchises of each of said Corporations, the parties hereto, and all property, real, personal and mixed, and all debts due on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest of the Corporations, the parties hereto, shall be thereafter as effectually the property of said Surviving Corporation as they were of the several and respective corporations, the parties hereto, and the title to any real estate, whether by deed or otherwise, vested in the corporations shall

not revert or be in any impaired by reason of said merger; provided, however, that all rights of creditors and all liens upon any property of the parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of the parties hereto, shall thenceforth attach to said Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

If at any time the Surviving Corporation shall deem or be advised that any further assignments, assurances in the law or things are necessary or desirable to vest in it, according to the terms hereof, the title to any property of ROLLINS DATA PROCESSING, INC., the Disappearing Corporation and its proper officers and directors shall and will execute and do all such proper assignments, assurances in the law and things necessary or proper to vest title to such property in the Surviving Corporation and otherwise to carry out the purposes of this Agreement.

Article VI. This Agreement of Merger shall be adopted and executed by each of said corporations in accordance with the provisions of the General Corporation Law and shall take effect, subject to the terms of this Agreement, and be deemed and taken to be the agreement and act of merger of said corporations upon the adoption thereof by the written consent given by the holders of record of the total number of outstanding shares of each of said corporations and upon the doing of such other acts and things as are required by said General Corporation Law of the State of Delaware.

Article VII. This Agreement has been approved by duly

adopted resolutions of the Boards of Directors of each party
hereto.

IN WITNESS WHEREOF, we have signed this Agreement this
20th day of September, 1974.

ROLLINS DATA PROCESSING, INC.

By 
CHARLES DEAL -President

By 
CHARLES F. CALLANAN -Secretary

ROLLINS LEASING CORP.

By 
JAMES G. SULLIVAN -Vice-President

By 
PETER N. CARNEVALE -Asst. Secretary

0001

CONFIDENTIAL

SECRETARY'S CERTIFICATE

The undersigned, CHARLES F. CALLANAN, Secretary of ROLLINS DATA PROCESSING, INC., one of the merging corporations mentioned in the within agreement, on behalf of said corporation certifies as follows:

The within agreement has been consented to in writing by all of the stockholders of the corporation entitled to vote on a merger.

IN WITNESS WHEREOF, I have signed this Certificate this 20th day of September, 1974.

Charles F. Callanan

CHARLES F. CALLANAN - Secretary of
ROLLINS DATA PROCESSING, INC.

00035

9011 0034

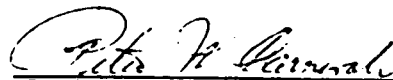
CONFIDENTIAL

SECRETARY'S CERTIFICATE

The undersigned, PETER N. CARNEVALE, Asst. Secretary of ROLLINS LEASING CORP., one of the merging corporations mentioned in the within agreement, on behalf of said corporation certifies as follows:

The within agreement has been consented to in writing by all of the stockholders of the corporation entitled to vote on a merger.

IN WITNESS WHEREOF, I have signed this Certificate this 20th day of September, 1974.



PETER N. CARNEVALE - Asst. Secretary of
ROLLINS LEASING CORP.

The foregoing Agreement of Merger, having been duly entered into and signed by ROLLINS DATA PROCESSING, INC. and ROLLINS LEASING CORP., Delaware corporations, and having been duly adopted by the stockholders of each of such corporations, all in accordance with the provisions of the General Corporation Law of the State of Delaware, the President of ROLLINS DATA PROCESSING, INC., and the Vice-President of ROLLINS LEASING CORP., do now hereby execute said Agreement of Merger by authority of the directors and stockholders of each, as the respective act, deed and agreement of each of said corporations, on this 20th day of September, 1974.

ROLLINS DATA PROCESSING, INC.

By 
CHARLES DEAL -President

By 
CHARLES F. CALLANAN -Secretary

ROLLINS LEASING CORP.

By 
JAMES G. SULLIVAN -Vice-President

By 
PETER N. CARNEVALE -Asst. Secretary

0037

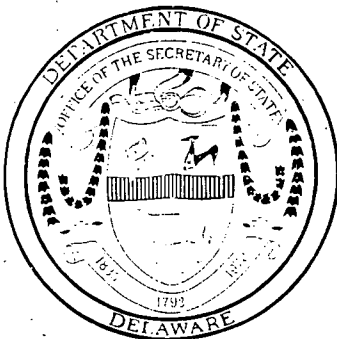
CONFIDENTIAL



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Ownership
filed in this office on April 29, 1977



Michael Harkins
Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: March 14, 1988

CERTIFICATE OF OWNERSHIP AND MERGER

OF

VALENTINE DRIVE U-R SELF, INC.
(A Missouri Corporation)

BY AND INTO

ROLLINS LEASING CORP.
(A Delaware Corporation)

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

ROLLINS LEASING CORP., a corporation formed under the laws of the State of Delaware, desiring to merge VALENTINE DRIVE U-R SELF, INC. pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That ROLLINS LEASING CORP. (the surviving corporation) is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 20th day of April, 1971, and that

VALENTINE DRIVE U-R SELF, INC. is a corporation formed under the laws of the State of Missouri, and its Articles of Incorporation were filed in the office of the Secretary of State on the 16th day of April 1951.

SECOND: That the Board of Directors of ROLLINS LEASING CORP., by resolutions duly adopted on the 7th day of April, 1977, determined to merge VALENTINE DRIVE U-R SELF, INC., and to assume all of its obligations; said resolutions being as follows:

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of VALENTINE DRIVE U-R SELF, INC. and desires to merge said corporation;

"NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge VALENTINE DRIVE U-R SELF, INC. and does hereby assume all of its obligations; and it was

"FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a Certificate of such ownership, setting forth a copy of these resolutions; and it was

66320

CONFIDENTIAL

"FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by these resolutions."

IN WITNESS WHEREOF, said ROLLINS LEASING CORP. has caused this Certificate to be executed by its officers thereunto duly authorized and its corporate seal to be hereunto affixed this 14th day of April, 1977.

ROLLINS LEASING CORP.

BY *James Nelson*
JAMES NELSON - President

ATTEST:

Charles F. Callanan
CHARLES F. CALLANAN - Secretary

00041

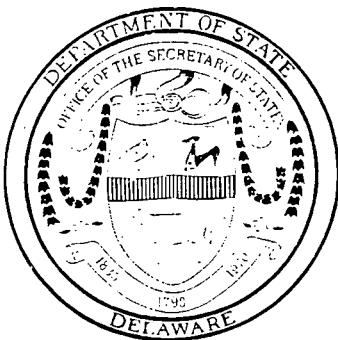
CONFIDENTIAL



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Ownership
filed in this office on January 16, 1984



Michael Harkins
Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: March 14, 1988

3400160363

FILED

JAN 16 1984

9 A.M.
J. C. Kuylen
SECRETARY OF STATE

CERTIFICATE OF OWNERSHIP AND MERGER
OF

Texhoma-NationaLease, Inc.
(A Texas Corporation)

BY AND INTO

ROLLINS LEASING CORP.
(A Delaware Corporation)

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

ROLLINS LEASING CORP., a corporation formed under the laws of the State of Delaware, desiring to merge Texhoma NationaLease, Inc. pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That ROLLINS LEASING CORP. (the surviving corporation) is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 20th day of April, 1971, and that

Texhoma-NationaLease, Inc. is a corporation formed under the laws of the State of Texas, and its Articles of Incorporation was filed in the office of the Secretary of State on 14th day of October, 1963.

SECOND: That the Board of Directors of ROLLINS LEASING CORP. by resolutions duly adopted on the 28th day of December, 1983, determined to merge Texhoma NationaLease, Inc. and to assume all of its obligations; said resolutions being as follows:

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of Texhoma-NationaLease, Inc. and desires to merge said corporation;

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge into itself Texhoma-NationaLease, Inc. and does hereby assume all of its obligations; and it was

FURTHER RESOLVED, That the proper officers of this corporation be and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of these resolutions; and it was

FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their

00002

CONFIDENTIAL

judgement may be necessary or proper to consummate the merger provided for by these resolutions."

IN WITNESS WHEREOF, said ROLLINS LEASING CORP. has caused this Certificate to be executed by its officers, thereunto duly authorized and its corporate seal to be hereunto affixed this 4th day of January, 1984.

ROLLINS LEASING CORP.

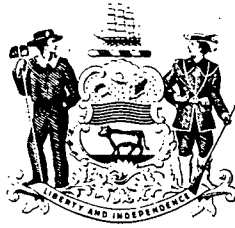
BY 
DAVID F. BURR - President



Attest:


FRANK H. MINNER, JR. - Asst. Secy.

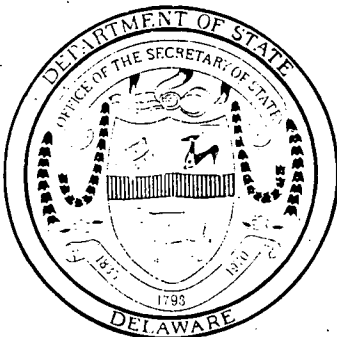
00003



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Ownership
filed in this office on April 30, 1984



Michael Harkins

Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: March 14, 1988

CERTIFICATE OF OWNERSHIP AND MERGER

OF

ABC TRUCK RENTAL & LEASING CO.
(A Texas Corporation)

BY AND INTO

ROLLINS LEASING CORP.
(A Delaware Corporation)

4:30 PM

FILED

APR 30 1984

William C. Kellum
SECRETARY OF STATE

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

ROLLINS LEASING CORP., a corporation formed under the laws of the State of Delaware, desiring to merge ABC TRUCK RENTAL & LEASING CO. pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That ROLLINS LEASING CORP. (the surviving corporation) is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 20th day of April, 1971, and that

ABC TRUCK RENTAL & LEASING CO. is a corporation formed under the laws of the State of Texas, and its Articles of Incorporation were filed in the office of the Secretary of State on the 3rd day of August, 1959.

SECOND: That the Board of Directors of ROLLINS LEASING CORP., by resolutions duly adopted on the day of April, 1984, determined to merge ABC TRUCK RENTAL & LEASING CO. and to assume all of its obligations; said resolutions being as follows:

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of ABC TRUCK RENTAL & LEASING CO. and desires to merge said corporation;

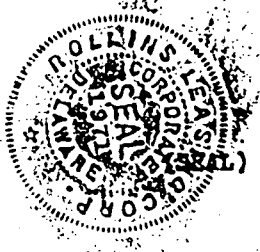
NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge into itself ABC TRUCK RENTAL & LEASING CO. and does hereby assume all of its obligations; and it was

FURTHER RESOLVED, That the proper officers of this corporation be and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of these resolutions; and it was

FURTHER RESOLVED, That the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by these resolutions."

02

IN WITNESS WHEREOF, said ROLLINS LEASING CORP. has caused this Certificate to be executed by its officers, thereunto duly authorized and its corporate seal to be hereunto affixed this 27th day of April, 1984.



ROLLINS LEASING CORP.

BY

David F. Burr
DAVID F. BURR - President

ATTEST:

Frank H. Minner, Jr.
FRANK H. MINNER, JR. - Asst. Secy.

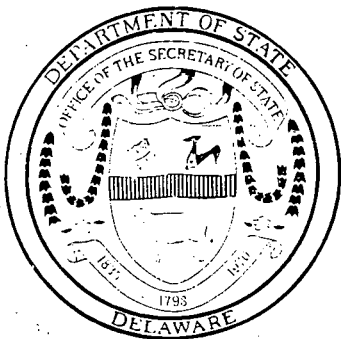
CS



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Change of Agent of Registered Office
filed in this office on December 20, 1978



Michael Harkins

Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: March 14, 1988

CERTIFICATE OF CHANGE

OF

REGISTERED AGENT

OF

ROLLINS LEASING CORP.

Adopted in accordance with the provisions of Section 133 of
the General Corporation Law of the State of Delaware

We, JAMES O. NELSON, _____ President and
JOHN C. PEET, JR., _____ Secretary of the above named cor-
poration, which is incorporated and existing under the laws of
the State of Delaware, do hereby certify that the following res-
olution was adopted by unanimous written consent of the Board of
Directors:

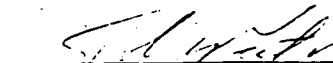
THAT, the registered office of this corpora-
tion is located at One Rollins Plaza, 2200 Con-
cord Pike, New Castle County, Wilmington, Dela-
ware 19803, and the registered agent at such
address, upon whom process against this corpo-
ration may be served be and hereby is changed
to JOHN C. PEET, JR., ESQ., and all prior des-
ignations are hereby revoked.

IN WITNESS WHEREOF, we have signed this Certificate this
24th day of November, 1978.



JAMES O. NELSON _____ President

ATTEST:



JOHN C. PEET, JR. _____ Secretary

00044

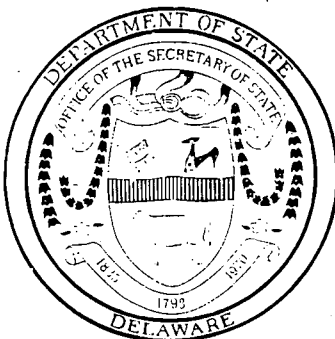
CONFIDENTIAL



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Change of Agent and Location of Registered Office
filed in this office on November 19, 1973



Michael Harkins
Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: March 14, 1988

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED
OFFICE AND CHANGE OF REGISTERED AGENT

OF

ROLLINS LEASING CORP.

The Board of Directors of ROLLINS LEASING CORP.,
a corporation of the State of Delaware, adopted the fol-
lowing resolution:

"THAT, the location of the registered of-
fice of this corporation within the State of
Delaware be and is hereby changed from 4115
Concord Pike, Wilmington, County of New Castle,
to One Rollins Plaza, Wilmington, in the County
of New Castle, and the name of the registered
agent therein and in charge thereof, upon whom
process against this corporation may be served
is CHARLES F. CALLANAN, and the authority of
the former registered agent to act in such ca-
pacity is hereby revoked.

ROLLINS LEASING CORP. does hereby certify that
the foregoing is a true copy of directors consent execu-
ted by all of the directors in lieu of the meeting on
November 15, 1973.

IN WITNESS WHEREOF, said corporation has caused
this Certificate to be signed by its President and its
Asst. Secretary, the *15th* day of *November* 1973.

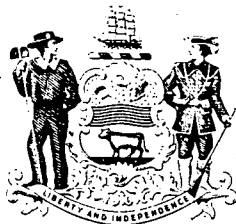
ROLLINS LEASING CORP.

By

John W. Rollins, Jr.
JOHN ROLLINS, JR. - President

Peter Carnevale
PETER CARNEVALE - Asst. Secretary

CONFIDENTIAL

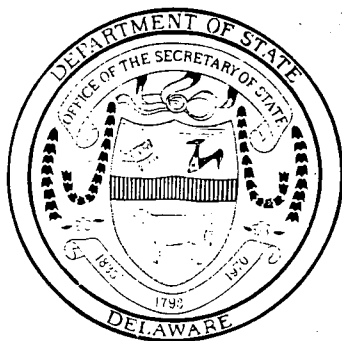


Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF ROLLINS LEASING CORP., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING FLORENCE LEASING COMPANY, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF SOUTH CAROLINA, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 1992, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

* * * * *



921775195

SECRETARY OF STATE
AUTHENTICATION: *3500047

DATE: 06/26/1992

000000

92 JUL 23 12:58.5

3 105932

CONFIDENTIAL

CERTIFICATE OF OWNERSHIP AND MERGER

OF

FLORENCE LEASING COMPANY, INC.
(A South Carolina Corporation)

BY AND INTO

ROLLINS LEASING CORP.
(A Delaware Corporation)

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

ROLLINS LEASING CORP., a corporation formed under the laws of the State of Delaware, desiring to merge FLORENCE LEASING COMPANY, INC. pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: That ROLLINS LEASING CORP. (the surviving corporation) is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 20th day of April 1971, and that

FLORENCE LEASING COMPANY, INC. is a corporation formed under the laws of the State of South Carolina, and its Articles of Incorporation were filed in the office of the Secretary of State on the 9th day of November, 1961.

SECOND: That the Board of Directors of ROLLINS LEASING CORP., by resolutions duly adopted on the 27th day of May, 1992, determined to merge FLORENCE LEASING COMPANY, INC. and to assume all of its obligations; said resolutions being as follows:

WHEREAS, this corporation has acquired and now lawfully owns all of the stock of FLORENCE LEASING COMPANY, INC. and desires to merge said corporation;

NOW THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge into itself FLORENCE LEASING COMPANY, INC. and does hereby assume all of its obligations; and it was

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate

CONFIDENTIAL

of such ownership, setting forth a copy of these resolutions, and it was

FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by these resolutions."

IN WITNESS WHEREOF, said ROLLINS LEASING CORP. has caused this Certificate to be executed by its officers, thereunto duly authorize and its corporate seal to be hereunto affixed this 1st day of February 1989.

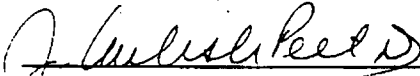
ROLLINS LEASING CORP.

(SEAL)

BY 

David F. Burr, President

ATTEST:


J. Carlisle Peet, III, Assistant Secretary

State of Delaware

5687




Office of Secretary of State

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



899046127


Michael Harkins, Secretary of State

AUTHENTICATION: 12071796

DATE: 02/15/1989

CONFIDENTIAL

FILED

JFM
FEB 15 1989

DOCUMENTARY
SURCHARGE
PAID \$3.00

CERTIFICATE OF OWNERSHIP AND MERGER
OF

ROBERTS TRUCK RENTAL AND LEASING, INC.
(A Indiana Corporation)

BY AND INTO

ROLLINS LEASING CORP.
(A Delaware Corporation)

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

ROLLINS LEASING CORP., a corporation formed under the laws of the State of Delaware, desiring to merge ROBERTS TRUCK RENTAL AND LEASING, INC. pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: That ROLLINS LEASING CORP. (the surviving corporation) is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 20th day of April 1971, and that

ROBERTS TRUCK RENTAL AND LEASING, INC. is a corporation formed under the laws of the State of Indiana, and its Articles of Incorporation were filed in the office of the Secretary of State on the 28th day of April 1952.

SECOND: That the Board of Directors of ROLLINS LEASING CORP., by resolutions duly adopted on the 1st day of February, 1989, determined to merge ROBERTS TRUCK RENTAL AND LEASING, INC. and to assume all of its obligations; said resolutions being as follows:

WHEREAS, this corporation has acquired and now lawfully owns all of the stock of ROBERTS TRUCK RENTAL AND LEASING, INC. and desires to merge said corporation;

NOW THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge into itself ROBERTS TRUCK RENTAL AND LEASING, INC. and does hereby assume all of its obligations; and it was

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of these resolutions, and it was

FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by these resolutions."

IN WITNESS WHEREOF, said ROLLINS LEASING CORP. has caused this Certificate to be executed by its officers, thereunto duly authorize and its corporate seal to be hereunto affixed this 1st day of February 1989.

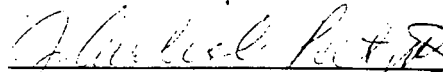
ROLLINS LEASING CORP.

(SEAL)

BY


David F. Burr, President

ATTEST:


J. Carlisle Peet, III, Assistant Secretary

FEB 24 1989